

EXHIBIT Q

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1 STATE OF MICHIGAN
2 IN THE CIRCUIT COURT FOR THE COUNTY OF GENESEE
3 NU-TECH PLASTICS ENGINEERING, INC.,
4 Plaintiff,
5 CASE NO: 02-075335-CK
6 -v- HON. ROBERT M. RANSOM
7 GENERAL MOTORS CORPORATION, a
8 Delaware Corporation, and DELPHI
9 AUTOMOTIVE SYSTEMS USA, L.L.C., a
10 Delaware Limited Liability
11 Corporation, d/b/a DELPHI
12 AUTOMOTIVE SYSTEMS, L.L.C.,
13 Defendants.
14 _____/

15 The Deposition of JOHN G. COOPER, taken before Zo
16 Turner, CRR, RMR/CSR-2496 and Notary Public, at the offices
17 of Ripka, Boroski & Associates, located at 717 South Grand
18 Traverse, Flint, Michigan, on Monday, November 30, 2004,
19 commencing at or about 10:15 a.m.

20 APPEARANCES:

21 Schwartz Law Firm, P.C.
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Appearing on behalf of Plaintiff.

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2 Lippert, Humphreys, Campbell,
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Appearing on behalf of Defendants Delphi and
General Motors.

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19 Q. Excuse me, individual or entity. I misread that.

20 MR. SCHWARTZ: Is the question is that another lessor
21 or the seller?

22 Q. (BY MR. LIPPERT): My question is, first off, John Cooper,
23 individually, we know who that is. That's you. Then it also
24 says any affiliated individual. Who would be any affiliated
25 individual?

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1 A. (No audible response.)

2 Q. That would be Mr. Mailey or somebody else?

3 A. Gosh, I don't ... I guess I don't know, really, to be honest
4 with you, what that means.

5 Q. Okay. Well, if you don't recall or you don't know --

6 A. Yeah. ABX Leasing was strictly myself, my own company.

7 Q. That was the company that leased the real estate to Nu-Tech?

8 A. Yes. And the ABX Leasing was just the equipment, the
9 machines.

10 Q. So you were signing off on this sale because equipment was
11 being sold to --

12 A. It was being leased to them. That's what it is. Okay. So
13 that's why Mr. Mailey would sign off, as well. We signed off
14 as Nu-Tech to the new entity.

15 Q. Okay. Now, up on the top it says Seller, Nu-Tech Plastics
16 Engineering, Inc., John W. Mailey, its president.

17 A. Yes.

18 Q. At that time Mr. Mailey was the president and was executing
19 the contract for and on behalf of the corporation?

20 A. Yes.

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21 Q. Were you an officer at that time also?

22 A. No.

23 Q. You were --

24 A. I basically was never an officer, if you will. I was

25 executive vice president of manufacturing what they called

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13

1 me.

2 Q. I see. Well, that would be an officer.

3 A. Yeah, okay.

4 Q. So that's why Mr. Mailey's signature appears on behalf of the
5 corporation?

6 A. Yes.

7 Q. And this is the document that sold Nu-Tech Plastics
8 Engineering to Rapid Products?

9 A. Yes.

10 Q. I want to back ... We jumped to the sale rather quickly,
11 Mr. Cooper.

12 A. Okay?

13 Q. So I want to redirect your attention back to the time the
14 corporation was formed. You said that someone, a mutual
15 acquaintance, had introduced you to Mr. Mailey. And this
16 concept went forward and formed the corporation which became
17 Nu-Tech. Did you make a cash investment or a capital
18 investment in Nu-Tech?

19 A. Yes. I'm going to say about a hundred thousand, I think or
20 something. I don't recall, to be honest with you, if it's
21 fifty or a hundred thousand.

22 Q. And was it for the acquisition of stock or did you loan the

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- 10 A. No. No, sir. Bob Blonde done most of that.
- 11 Q. And my question, assume that there were such relationships
- 12 created --
- 13 A. Yes?
- 14 Q. -- were there lines of credit established with suppliers?
- 15 A. Yes, sir.
- 16 Q. People anxious to sell Nu-Tech product like you or anxious
- 17 Nu-Tech to sell customers product?
- 18 A. Yes, sir.
- 19 Q. would you issue purchase orders or first requests for
- 20 quotations to various suppliers, or would you look in their
- 21 catalog and get prices?
- 22 A. No, we would submit, in most cases, either a phone call or a
- 23 fax or e-mail or something. Like I say, Bruce Jones or Bob
- 24 Blonde would do that. Bruce Jones more than Bob.
- 25 Q. Did you have a standard form of purchase order that you would

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- 1 use at Nu-Tech?
- 2 A. Yes, sir.
- 3 Q. Who created that document for you?
- 4 A. Most cases I've created most of the documents there. They
- 5 modified them somewhat for that operation.
- 6 Q. They, being Nu-Tech modified them?
- 7 A. Yes.
- 8 Q. Well, what were you using purchase orders for before you got
- 9 to Nu-Tech?
- 10 A. Fabricating Engineers was a hundred million dollar business.
- 11 And so we had all the forms and, you know, those type of

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12 things.

13 Q. Sure.

14 A. So for basics, it worked good for Nu-Tech. And it was a
15 little more complicated than they needed in some cases so
16 they modified them a little.

17 Q. Purchase Orders ... Or after you get an RFQ, then you would
18 submit bids. Were you a participant in creating bid prices?

19 A. Like I say, most of them ... I'm going to say I probably
20 looked over 90 percent of the bids.

21 Q. So you would be satisfied that you would have the equipment,
22 that the tooling would become available from the customer
23 usually on an RFQ that would be indicated?

24 A. Or we would build tooling. We built some tooling. That
25 would be indicated, yes.

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1 Q. And then you would have the price of the raw material and
2 then you'd put in your cost overhead, profit and submit a
3 price per part?

4 A. Yes, sir.

5 Q. You were dealing with many automobile companies apparently.
6 Am I correct?

7 A. Yes, sir.

8 Q. Did you submit bids from time to time based upon RFQs that
9 were not accepted by the automotive manufacturers?

10 A. Oh, yes.

11 Q. And same with other companies that were prospective
12 customers?

13 A. Uh-huh (Yes).

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14 Q. Yes?

15 A. Yes.

16 Q. So you understood that the submission of a bid or a proposal
17 to manufacture and produce a part was not an agreement for
18 purchase unless you had a purchase order?

19 A. Yes.

20 Q. When you received a purchase order, did you understand that
21 that was the contract that created the business relationship
22 between the customer and the producer, the seller?

23 A. Yes.

24 Q. So if you got a purchase order from General Motors or Delphi
25 or Chrysler, it was understood that the terms and conditions

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1 of the purchase order prevailed as the agreement of the
2 parties? It became the agreement of the parties?

3 MR. SCHWARTZ: Object, foundation. But go ahead and
4 answer.

5 THE WITNESS: Yes.

6 Q. (BY MR. LIPPERT): Well, you've told me you had a long
7 history of dealing with purchase orders, including creating
8 them?

9 A. Yes.

10 Q. Were you involved in submitting the bid which led to the
11 purchase order for ... the General Motors purchase order for
12 part number ... well, it's a reservoir, a fuel pump
13 reservoir, Part Number 0694?

14 A. 0694, yes.

15 Q. So you assisted in the preparation of that bid and then you
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24 Q. Or with Delphi, for that matter, do you recall?

25 A. I don't recall, but ...

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1 Q. But you're familiar with what the purpose and intent of those
2 agreements are?

3 A. Yes.

4 Q. And what the terms and conditions of those agreements would
5 be?

6 A. Yes, sir.

7 The guy's name, Joe Harris.

8 Q. Joe Harris?

9 A. Joe Harris was the salesperson that we hired.

10 Q. Thank you. His name has come up before?

11 A. Yes.

12 Q. So we have some knowledge of who he might be.

13 A. Excuse me, I didn't mean to ... I had to say that while I
14 remembered.

15 Q. No, you did exactly what I hoped you would do. And I know
16 names pop into people's heads as we move along.

17 I want to jump back in time, later in time, to the sale
18 of Nu-Tech under the terms of that agreement to Rapid
19 Technologies. At that time, at the time of that sale, the
20 company was essentially out of business; is that correct? It
21 had sold its purchase orders, it had sold its equipment or
22 leased its equipment, the leases of land were transferred
23 over to Rapid Technologies, so there was no remaining
24 business. Am I correct?

25 A. When Rapid took over?

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- 1 Q. Yes, sir.
- 2 A. Whatever date that was?
- 3 Q. Yes.
- 4 A. Nu-Tech ceased to exist, yes.
- 5 Q. So you and Mr. Mailey were still 51/49 percent shareholders,
6 he being the majority shareholder?
- 7 A. Yes.
- 8 Q. The company, however, was not dissolved. The corporation was
9 not dissolved.
- 10 A. No, it wasn't.
- 11 Q. Was there a reason why it wasn't?
- 12 A. Not really. Not that I ...
- 13 Q. Did the directors change at all or the officers change?
- 14 A. No.
- 15 Q. Did you have directors' meetings after the date of sale to
16 Rapid Technologies?
- 17 A. Not on a regular basis. But him and I met ... Him and I met
18 a few times.
- 19 Q. The date of sale was December 1, 1999, at least as appears on
20 the signature page of the agreement?
- 21 A. Yes.
- 22 Q. What would have been the purpose of your meeting after that
23 date? Was there some hope of reviving the business or ...
- 24 A. Well, yes. That and just to see where we go from here, if we
25 go or what we do from this point forward.

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- 16 A. No. No, sir. No.
- 17 Q. And Delphi had worked with Nu-Tech certainly, as a supplier,
- 18 a mentored supplier --
- 19 A. Yes.
- 20 Q. -- to keep it in existence?
- 21 A. Yes.
- 22 Q. Do you feel or believe, Mr. Cooper, in dealing with the
- 23 Delphi people, that they did not keep you fully and fairly
- 24 informed as to what they were doing as the minority supplier
- 25 and mentor?

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- 1 A. Say that again?
- 2 Q. Yes. Did you feel that at any time that the people you were
- 3 dealing with at Delphi -- Lynn Arens or Trinia
- 4 Turner-Patrick, or Trinia Turner you may have known her as --
- 5 were not dealing with you openly and fairly as a minority
- 6 mentored supplier?
- 7 A. Yes, right at ... You know, pretty much at the end when this
- 8 0694, they wanted to take those tools back. We were told
- 9 that we were going to get a replacement for that job. In
- 10 other words, that 0694 was going to be a service part and the
- 11 new part coming for that would be ... would be ours, our job.
- 12 Q. Who would have said that to you?
- 13 A. I'm going to say probably Trinia.
- 14 Q. And when would that have been said?
- 15 A. In ... Probably in the fall of '98. Yeah, fall of '98.
- 16 Q. I see. Had you had other discussions with Delphi where they
- 17 said we were going to be bidding out parts and we'll put you

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18 on the bidder's list?
19 A. Oh, we were on the bid list all the time.
20 Q. Right. What she was telling you was what was ordinary course
21 of business practice, was it not, to if parts were to be
22 produced by suppliers, you could be ... you would be included
23 as a bidder?
24 A. No, no --
25 MR. SCHWARTZ: Objection, form. But go ahead, you can

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1 answer.
2 THE WITNESS: No. This part was to replace that. I
3 had a purchase order for 0694. Okay?
4 Q. (BY MR. LIPPERT): Yes. We've covered that.
5 A. And that part was going to ... We were told it was going to
6 be a service part and another part was to replace that part.
7 so we would always have a part to produce at that volume.
8 In other words, that was for the CK truck, I believe,
9 one of the fast moving trucks. And the part was going to
10 change, but that volume was still there. We had a purchase
11 order through 2002.
12 Q. When did Delphi take back the tooling for Part 0694?
13 A. They took one of those tools back in the fall of '98, later
14 in the fall of '98. And the second tool, January, February,
15 March, in that time frame, in the winter of '99.
16 Q. Some year, approximately, before the sale to Rapid?
17 A. Yes.
18 Q. And is that when Nu-Tech, then, would have stopped making
19 0694?

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- 20 A. Yes. And --
- 21 Q. Did this have anything to do with the strike?
- 22 A. That's what they said in the fall when they said we're going
- 23 to have to take that tool back and ... but you're getting
- 24 another tool, you know, to replace it. And they, you know,
- 25 for the strike ... You know, for the --

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- 1 Q. Do you recall the period of the strike threat, Mr. Cooper?
- 2 If not, I can suggest to you it was May 11, '98 through July
- 3 29, '98.
- 4 A. Yeah. What we'd done at that time ... And Delphi came to us,
- 5 and nothing to do with all the 0694 reservoir, Delphi came to
- 6 us and said can you run some single and two cavity tools for
- 7 us as strike protection; run these tools, and the material
- 8 will go to Mexico, anticipating a strike. And I'm going to
- 9 say they probably come, I'm going to say, March time frame or
- 10 whatever.
- 11 So we went down the street. My son had a 10,000 square
- 12 foot building down the street. I bought six or seven new
- 13 machines, set up a separate thing down the street in a couple
- 14 weeks, which is unheard of.
- 15 And I got a letter from Delphi, and from Harold Cutler,
- 16 thanking us for doing that. But, anyway, we run these strike
- 17 tools down there, strike protection tools. And, you know,
- 18 got them out of trouble and sent the stuff to Mexico and so
- 19 forth. Nothing to do with 0694, just several other tools.
- 20 Q. Was there a purchase order issued for that strike
- 21 protection --

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22 A. Yes. That was a separate deal.
23 Q. Yeah. Do you remember the part number? It's difficult to
24 recall, I know, but --
25 A. I don't. Because there were several parts. I couldn't even

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1 tell you what they were now. I know I bought ... I bought
2 six or seven new machines, all in the small ... smaller
3 tonnage machines.
4 Q. Was it a reservoir, fuel pump reservoir?
5 A. No. No. They were all just little parts.
6 Q. I see.
7 A. They run ... I think the biggest machine I had over there was
8 like a 300.
9 Q. Did you take any losses on that? Or was that just a ... Was
10 that a completed project, Mr. Cooper, that came and went?
11 A. It came and went. And I stepped up to the plate there
12 because General Motors was mentoring me and then helping me.
13 Q. Right.
14 A. So when that went away, I had these half a dozen machines
15 with really no job for them. But ...
16 Q. You knew that going in?
17 A. I knew that ... I didn't have a problem with that there.
18 General Motors had mentored us and was helping us. That
19 0694, they gave us that job and that job run our company. I
20 mean, I focused the whole company on that job because it was
21 so profitable. And I went forward and, you know, purchased
22 buildings and purchased equipment and everything based on
23 that because, them being my mentor, you know, they'd give us